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COUNSEL FOR HIGHLAND CLO FUNDING LTD.

**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE NORTHERN DISTRICT OF TEXAS
 DALLAS DIVISION**

IN RE:	§	Case No. 18-30264-SGJ-11
	§	Case No. 18-30265-SGJ-11
ACIS CAPITAL MANAGEMENT, L.P.,	§	
ACIS CAPITAL MANAGEMENT GP,	§	(Jointly Administered Under
LLC,	§	Case No. 18-30264-SGJ-11)
	§	
DEBTORS	§	Chapter 11
	§	

HIGHLAND CAPITAL MANAGEMENT,	§	
L.P. AND HIGHLAND CLO FUNDING	§	
LTD.,	§	
	§	Adversary No. 18-03078-sgj
PLAINTIFFS	§	
	§	
v.	§	
	§	
ROBIN PHELAN, CHAPTER 11	§	
TRUSTEE	§	
	§	
DEFENDANT	§	
	§	
ROBIN PHELAN, CHAPTER 11	§	
TRUSTEE,	§	
	§	
THIRD PARTY PLAINTIFF,	§	
	§	
v.	§	
	§	
HIGHLAND HCF ADVISOR, LTD. AND	§	
HIGHLAND CLO MANAGEMENT, LTD.	§	
	§	
THIRD PARTY DEFENDANTS.	§	
	§	

HIGHLAND CLO FUNDING, LTD.'S MOTION TO DISMISS

HCLOF'S MOTION TO DISMISS

1. Highland CLO Funding, Ltd. (“**HCLOF**”) hereby respectfully requests entry of an order dismissing with prejudice the Counterclaims raised in Defendants’ Answer, Affirmative Defenses, Counterclaims, and Third Party Claims [ECF No. 84]. In support thereof, HCLOF relies upon the accompanying Brief in Support of its Motion to Dismiss, filed in accordance with Rule 7007-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas, and the facts, exhibits, and other materials referred to therein.

2. Notice of this Motion has been provided to the Trustee. HCLOF submits that no other or further notice need be provided.

WHEREFORE, HCLOF respectfully requests that the Court (a) enter the Order substantially in the form annexed hereto as Exhibit A, granting the relief requested herein, and (b) grant to HCLOF such other and further relief as the Court may deem proper.

Dated: December 21, 2018

Respectfully submitted,

KING & SPALDING LLP

/s/ Mark M. Maloney
Mark M. Maloney
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CERTIFICATE OF SERVICE

I certify that a true and correct copy of the foregoing document was served electronically by the Court's ECF system on December 21, 2018.

/s/ Rebecca Matsumura
Rebecca Matsumura

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

**ACIS CAPITAL MANAGEMENT, L.P.,
ACIS CAPITAL MANAGEMENT GP,
LLC,**

DEBTORS

§
§
§
§
§
§
§
§

Case No. 18-30264-SGJ-11

Case No. 18-30265-SGJ-11

**(Jointly Administered Under Case
No. 18-30264-SGJ-11)**

Chapter 11

**[PROPOSED] ORDER GRANTING HIGHLAND
CLO FUNDING LTD.'S MOTION TO DISMISS**

The *Motion to Dismiss* [Docket No. ____] filed by Highland CLO Funding Ltd. (“HCLOF”) is GRANTED. The Counterclaims raised in Defendants’ Answer, Affirmative Defenses, Counterclaims, and Third Party Claims [ECF No. 84] are dismissed with prejudice.

* * *

Dated: December 21, 2018

Respectfully submitted,

KING & SPALDING LLP

/s/ Mark M. Maloney
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/s/ Rebecca Matsumura
Rebecca Matsumura